

0-043A010

Union Pacific Corporation



7816-D
FEB 12 1990 12:30 PM

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INTERSTATE COMMERCE COMMISSION

February 9, 1990

Jack E. Jerrett
Senior Corporate Attorney

AIRBORNE EXPRESS

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Re: Union Pacific Railroad Company
Equipment Trust No. 2 of 1975

Dear Ms. McGee:

Enclosed please find an original and two counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of February 6, 1990, by Chemical Bank, as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 7816.

I have enclosed a fee of \$15. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed. A postage paid, addressed envelope is enclosed for your convenience.

Sincerely,

Jack E. Jerrett

JEJ:ccm
Enclosures
cc: Robert E. Bartos

Interstate Commerce Commission

Washington, D.C. 20423

2/12/90

OFFICE OF THE SECRETARY

Jack E. Jarrett
Union Pacific Corporation
Martin Tower
Eight and Eaton Avenues
Bethlehem, PA. 18018

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/12/90 at 12:50PM and assigned recordation number(s). 7816-D

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

BILL OF SALE
AND
DECLARATION OF PAYMENT

7816-D
RECORDED TO FILED IN

FEB 12 1990 12:00 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Chemical Bank, a New York corporation, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of February 1, 1975, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on January 31, 1975 and assigned Recordation No. 7816; a First Supplemental Agreement, dated as of June 1, 1975, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on July 9, 1975 and assigned Recordation No. 7816-B; and a Second Supplemental Agreement, dated as of April 30, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 11, 1982 and assigned Recordation No. 7816-C (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$15,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 2 of 1975 Equipment Trust Certificates; and

WHEREAS, on February 1, 1990, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 6TH day of FEBRUARY, 1990.

CHEMICAL BANK,
As Trustee

By: R. Lorenzen
R. LORENZEN
SENIOR TRUST OFFICER

Attest:

R. Bishop
R. BISHOP
Assistant Trust Officer

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 6TH day of FEBRUARY, 1990, before me personally appeared R. LORENZEN, to me personally known, who being by me duly sworn, said that he is a SENIOR TRUST OFFICER of Chemical Bank, the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Emily Fay
Notary Public
EMILY FAYAN
Notary Public, State of New York
No. 24-672/006
Qualified in Kings County
Certificate filed in New York County
Commission Expires December 31, 1991

Equipment Trust Agreement
Dated February 1, 1975
Description of Equipment as of December 31, 1989

10 Diesel Electric Locomotives

2040 - 2049 Inclusive

450 Covered Hopper Cars

74850 - 74856 Inclusive

74858 - 74861 Inclusive

74863 - 74868 Inclusive

74870 - 74872 Inclusive

74874 - 74875 Inclusive

74877 - 74897 Inclusive

74900 - 74915 Inclusive

74917 - 74921 Inclusive

74923

74925

74927 - 74931 Inclusive

74933 - 74949 Inclusive

74951 - 74981 Inclusive

74983 - 74995 Inclusive

74997 - 75007 Inclusive

75009 - 75022 Inclusive

75024 - 75038 Inclusive

75040 - 75058 Inclusive

75060 - 75063 Inclusive

75065 - 75068 Inclusive

75070 - 75075 Inclusive

75077 - 75079 Inclusive

75081 - 75096 Inclusive

75098 - 75099 Inclusive

75101 - 75111 Inclusive

75114 - 75116 Inclusive

75118 - 75125 Inclusive

75127 - 75133 Inclusive

Equipment Trust Agreement
Dated February 1, 1975
Description of Equipment as of December 31, 1989
Page 2

450 Covered Hopper Cars (Continued)

75135 - 75138 Inclusive
75140 - 75142 Inclusive
75144 - 75167 Inclusive
75169 - 75173 Inclusive
75175
75177 - 75179 Inclusive
75181
75183 - 75190 Inclusive
75192 - 75197 Inclusive
75199 - 75225 Inclusive
75227 - 75243 Inclusive
75245 - 75261 Inclusive
75263 - 75274 Inclusive
75276 - 75281 Inclusive
75283 - 75292 Inclusive
75294 - 75310 Inclusive
75312 - 75327 Inclusive
75329
75331 - 75333 Inclusive
75335 - 75343 Inclusive
75345 - 75349

65 Wood Chip Cars

147850 - 147853
147855 - 147860
147862 - 147864
147866 - 147872
147874
147876 - 147879
147881 - 147882
147884 - 147886
147889 - 147913
147915 - 147924